

Exhibit 33

March 26, 2021 Letter and Board Resolutions from Celsius KeyFi LLC to J. Stone

March 26, 2021

Via Email

Mr. Jason Stone
Chief Executive Officer and Class J Manager
Celsius KeyFi LLC
jason@keyfi.io / jason.stone@celsius.network

Dear Mr. Stone:

We write in our capacities as Class A Managers of Celsius KeyFi LLC (the “Company”) concerning the immediate return of all cryptocurrency asset provided to the Company by Celsius Network Limited (“Crypto Assets”) and interest thereon, and transfer to the Board of the information required to control any associated wallets.

Please be advised that pursuant to Section 9(d) of the Limited Liability Company Agreement of Celsius KeyFi LLC (“Operating Agreement”) and the enclosed written consent, the Class A Members have voted to require you to immediately (i) cease deploying Crypto Assets for any purpose, (ii) unwind all deployed Crypto Assets and transfer them, along with all un-deployed Crypto Assets, in each case, together with all interest thereon, to the 0xB1AdceddB2941033a090dD166a462fe1c2029484 Celsius KeyFi wallet (the “KeyFi Wallet”), and (iii) provide the seed and password for the KeyFi Wallet to S. Daniel Leon in his capacity as Class A Manager of the Company over the telephone in a secure manner (or as Mr. Leon may otherwise instruct), verify the correctness of the seed, confirm import of the seed into the KeyFi Wallet and confirm that all Crypto Assets have been transferred to the KeyFi Wallet. You are further required to immediately disclose to Mr. Leon over the telephone in a secure manner (or as Mr. Leon may otherwise instruct) all codes, keys and other information concerning access and control of any other wallet in which Crypto Assets belonging to Celsius Network Ltd (“Celsius”) are, have been, or may be held, or that were opened or used for the purpose of or in connection with any Company affairs, including without limitation, holding or deploying any Celsius Crypto Assets. Pursuant to the Operating Agreement, the Class A Members have the requisite votes required for this matter, and we ask that you please immediately confirm that you will comply with the Board’s directive.

Nothing herein waives or relinquishes any rights, remedies, claims or defenses of any of the Class A Members or the Company, all of which expressly are reserved.

Very truly yours,



Alex Mashinsky
Class A Manager



S. Daniel Leon
Class A Manager

**WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF MANAGERS
OF
CELSIUS KEYFI LLC**

March 26, 2021

The undersigned, being a majority of the members of the board of managers (the “Board”) of Celsius KeyFi LLC, a Delaware limited liability company (the “Company”), hereby consent to and adopt the following resolutions, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by a majority vote of the Board at a duly convened meeting held for such purpose, all in accordance with Section 18-402 and Section 18-404 of the Delaware Limited Liability Company Act and Section 9 of the Limited Liability Company Agreement of the Company, dated as of October 5, 2020 (“Operating Agreement”).

RETURN OF CRYPTO ASSETS AND INFORMATION

WHEREAS, the Company is a wholly owned subsidiary of Celsius Network Limited (“Celsius”);

WHEREAS, Celsius provided certain cryptocurrency assets that were and are owned by Celsius to the Company and the Company’s predecessor (the “Crypto Assets”) in connection with the provision of certain financial services to Celsius;

WHEREAS, Jason Stone is the Chief Executive Officer of the Company (the “CEO”), and also a Class J member of the Board; and

NOW, THEREFORE, BE IT RESOLVED, the CEO is authorized and directed to immediately cease deploying Crypto Assets for any purpose;

RESOLVED FURTHER, the CEO is authorized and directed to immediately, or by such time as the Class A Members may in their sole discretion select, unwind all deployed Crypto Assets and transfer them, along with all un-deployed Crypto Assets, in each case together with all interest thereon, to the 0xB1AdceddB2941033a090dD166a462fe1c2029484 Celsius KeyFi wallet (the “KeyFi Wallet”);

RESOLVED FURTHER that the CEO is authorized and directed to immediately, or by such time as the Class A Members may in their sole discretion select, provide the seed and password for the KeyFi Wallet to S. Daniel Leon in his capacity as a Class A Manager of the Company over the telephone in a secure manner (or as Mr. Leon may otherwise instruct), verify the correctness of the seed, confirm the import of the seed to the KeyFi Wallet, and confirm that all Crypto Assets have been transferred to the KeyFi Wallet;

RESOLVED FURTHER, that the CEO is authorized and directed to immediately, or by such time as the Class A Members may in their sole discretion select, disclose to Mr. Leon in his capacity as a Class A Manager over the telephone in a secure manner (or as Mr. Leon may otherwise instruct) all codes, keys and other information concerning access and control of any

wallet in which Crypto Assets belonging to Celsius are, have been, or may be held, or that were opened or used for the purpose of or in connection with any Company affairs, including without limitation, holding or deploying any Crypto Assets; and

GENERAL

NOW, THEREFORE, BE IT RESOLVED, that this consent may be executed in multiple counterparts, all of which shall be considered one and the same consent and shall become effective when signed by a majority of the members of the Board;

RESOLVED FURTHER, that the Class A Managers, or delegates they may later identify, are authorized and directed to do such further acts, and cause the Company to do such further acts, as are necessary or appropriate in connection with, or to carry out the actions contemplated by, the foregoing resolutions, including without limitation, to make, execute, deliver issue or file (or cause to be made, executed, delivered or filed) with any person including any court, governmental authority or agency, all such agreements, documents, instruments, certificates, consents, waivers or other papers, and to pay, or cause to be paid, all such payments as are necessary or advisable to carry out the intent of the foregoing resolutions, and to address any failure on the part of any person, to comply with the foregoing resolutions; and

RESOLVED FURTHER, that this consent may be executed by facsimile, telecopy, .pdf signature or other reproduction, and such execution shall be considered valid, binding and effective for all purposes.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

A handwritten signature in black ink, appearing to read 'Alex Mashinsky', written over a light gray rectangular background.

Alex Mashinsky

A handwritten signature in black ink, appearing to read 'S. Daniel Leon', written over a light gray rectangular background.

S. Daniel Leon